Dear Directors:

This report identifies matters for discussion at the January 15-16, 2019, joint quarterly meeting of the River District and its Enterprise. A separate Confidential Report addresses confidential matters. The information in this report is current as of January 3, 2019, and will be supplemented as necessary before or at the Board meeting.

I. EXECUTIVE SESSION.

The following is a list of matters that qualify for discussion in executive session pursuant to C.R.S. §§ 24-6-402(4)(b) and (e).

A. Colorado River Cooperative Agreement Implementation Matters.

B. Application of City of Glenwood Springs for Recreational In-Channel Diversion Water Right, Case No. 13CW3109, Water Division 5.


D. Application of Water Horse Resources for Utah Water Right.

E. Colorado River Compact, Intra-State, Interstate, and International Negotiation Matters, including Demand Management.

F. Wolford Mountain Reservoir Conveyance of Interest to Denver Water. (An Enterprise Matter).
II. GENERAL MATTERS.

A. Waters of the United States Proposed Rule.

*Update only. Strategic Initiatives: 9A (Support wise use of Colorado’s waters) and 10A (protect against regulatory concerns).*

On December 11, 2018, the Army Corps of Engineers and the Environmental Protection Agency published a “pre-publication” version of the agencies’ proposed new rule defining the Waters of the United States (aka “WOTUS”). Chris Treese’s Federal Affairs memo contains a discussion of the proposed rule. Once the proposed rule has been formally published for comment (which has not yet occurred), interested parties will have sixty (60) days within which to submit comments on the proposed rule. We are still “wading” through the 253 page proposed rule (not including supporting documents) to determine whether the proposed rule warrants specific comments from the River District. Otherwise, we will continue to work with staff through the River District’s relationships with the Colorado Water Congress, the National Water Resources Association, and Western States Coalition of Arid States to coordinate comments to the proposed rule. We will advise the Board if we believe that any River District-specific comments are warranted.

B. Eric Kuhn and John Fleck Book.

*Update only. Strategic Initiative: 1B (River District leadership in public information concerning water resources).*

Prior to his retirement from the River District, Eric Kuhn discussed with the Board, and obtained Board support for, co-writing a historical book on Colorado River hydrology with John Fleck of the University of New Mexico. The working title of the book is *Science be Dammed: How our Selective Use of Science Shaped and Misshaped the Development of the Colorado River.* Currently, it appears that the University of Arizona Press will publish the book.

Eric previously discussed that he would be willing to have the River District maintain the copyright for the book because he completed some of the work while still employed by the River District. However, we have learned that the industry standard for academic books is that the publisher retains the copyright without exception. Thus, the University of Arizona Press will originate and maintain the copyright.

As Eric previously discussed with the Board, he will donate any royalties he obtains (up to the amount of the River District’s contract expenditures with John Fleck) to the Ruth Hutchins Water Center at Colorado Mesa University. Eric also will bear certain ancillary costs related to the book, including costs for graphics, indexing, and marketing. The River District will be acknowledged for its contributions, which will include a disclaimer that the content of the book should not be attributed to the River District and does not represent the position of the River District on any of the subjects discussed in the book.
C. Special Counsel Rate Increases.

We propose that the Board approve the 2019 rates for special counsel. Strategic Initiative: 12A (financial stability).

The River District uses special counsel for various legal matters. The River District’s special counsel policy requires that the Board approve all special counsel and rate increases for special counsel. We have received new rate schedules for 2019 from one of the River District’s approved special counsel, Graham Gilbert of the law firm Snell & Wilmer, LLP. Mr. Gilbert’s rate will increase by $5.00 per hour to $290.00 per hour. Mr. Gilbert is located in Salt Lake City, and has been assisting us with the Water Horse Resources (Aaron Million) water right application that was filed in Utah. We believe that, in light of the current legal market and Mr. Gilbert’s expertise, that the rate is reasonable. To date, the River District has shared the cost of Mr. Gilbert’s work on a 50/50 basis with the Upper Yampa Water Conservancy District. The other special counsel currently used by the River District have not proposed rate increases for 2019.

We request that the Board approve the 2019 rates for Special Counsel Graham Gilbert of Snell & Wilmer, LLP.

D. General Counsel’s 2019 Goals and Objectives.

No action requested. Strategic Initiatives: Identified on individual goals and objectives.

I have set forth below a proposed list of General Counsel Goals and Objectives for 2019 based on the Board’s input from the General Counsel annual review at the October 2018 quarterly meeting and subsequent developments.

1. Continue Implementation of the Colorado River Cooperative Agreement (CRCA). Strategic Initiatives: 5A (Shoshone Permanency), 5C (River District’s TMD policy), and 7D (alternative funding for water infrastructure).


   b. Help to secure Denver’s ability to reuse return flow from its Moffat Collection System in a manner consistent with the CRCA.

   c. Provide leadership on the West Slope investigation contemplated by the CRCA to fully explore all methods to preserve the Shoshone Call Flows.

   d. Convene and implement the West Slope Fund Management Committee to manage the investments and disbursement criteria for income to the West Slope Fund.
2. Work to ensure satisfactory implementation of actions contemplated by the Windy Gap Firming Project IGA. Strategic Initiatives: 5C (River District’s TMD policy), 8E (consistent with IBCC Conceptual Framework), 9A (wise and efficient use of Colorado’s water resources).

   a. Work with Northern Water’s Municipal Subdistrict to amend the Windy Gap Water Rights to incorporate the terms of the IGA.
   
   b. Work with all stakeholders to secure funding and authorizations necessary to implement the Windy Gap Connectivity Channel in a manner that protects overall West Slope interests and is consistent with applicable law.
   
   c. Support permits for the Windy Gap Firming Project as necessary to protect the West Slope’s interests in the WGFP IGA.

3. Assist staff on development of a strategic water rights development plan. Strategic Initiatives: 2A (outreach to assist constituents in consumptive and non-consumptive water needs), 3A (increase local storage), 4A (full use for benefit of River District’s inhabitants without overdevelopment), and 7B (use of River District’s conditional rights to meet identified needs).

   a. Advise River District staff and Board on legal strategy regarding development of River District’s conditional water rights.
   
   b. Assist staff’s refinement of strategic plan on development of conditional water rights.

4. Advise staff and Board on legal matters related to Wolford Dam Embankment issues by proactively addressing risk management and consultant contract matters. Strategic Initiatives: 13A and B (asset management).

5. Advise staff and Board on legal matters related to the upcoming transfer of forty-percent interest in Wolford Mountain Reservoir and Ritschard Dam to Denver Water by helping the Board and staff prepare for the orderly transfer of an ownership interest to Denver Water and proactively assisting staff to plan for a collaborative future ownership relationship with Denver. Strategic Initiatives: 12A (financial stability) and 13 (asset management).

6. Work with River District technical and external affairs staff to increase overall River District presence and outreach in Water Divisions 4 and 6 by participating in meetings in those locations and assisting River District constituents on matters such as re-authorization of the 1975 Taylor Park Reservoir Exchange Agreement, UVWUA discussions concerning demand management, RBWCD discussions concerning the proposed Wolf Creek Reservoir, White River Basin discussions on current water matters, and Division 6 water administrative issues. Strategic Initiatives: 1C (inform community leaders on water matters), 1E (outreach), 2A (assist constituents in water), 2B (partnerships with local constituents).

7. Advise the River District Board, and work closely with River District staff and other entities on matters related the System Conservation Pilot Programs, Colorado River Basin
Study “Next Steps”, the conceptual Colorado River Water Bank, and implementation of the State Water Plan. In particular, maintain and protect the River District’s positions regarding the development and implementation of a possible Colorado River basin demand management program. Strategic Initiatives: 3 (hydrologic uncertainty), 4 (Colorado River supplies), 5 (TMDs), 6 (agricultural water use).

a. Expand knowledge, participation, and advice to the Board on interstate compact matters and other matters related to interstate Colorado River negotiations.

b. Related to these items, advise the River District on the potential scope and extent of State Engineer rules and regulations related to the 1922 and 1948 Colorado River Compacts.

c. Protect the West Slope’s interests by helping the River District proceed with caution on matters related to demand management as it impacts West Slope agriculture.

8. Assist River District technical staff and advise the Board on negotiations related to implementation of the Eagle River MOU. Strategic Initiatives: 4A (full use without risk of overdevelopment), 5 (TMDs), 7 (project development), and 9 (wise and efficient use of water).

9. Provide leadership and assist River District staff on implementation of RCPP Grants, including the Gunnison Basin Projects. Strategic Initiatives: 2 (outreach), 3D (cost-effective water efficiency), 7D (aging infrastructure), 9A (efficient water use), 10B (water quality).

The above list should not necessarily be interpreted as a “priority” list for legal staff. There are numerous ongoing tasks and activities that command legal staff’s time on an ongoing basis. Often, those items (such as the day-to-day litigation of water court cases, assisting staff on legislative matters, etc.) require substantial attention from legal staff. In addition, it should be anticipated that the goals and objectives may change throughout the year as priorities shift due to unforeseen circumstances or actions by others. Finally, it is possible that in some cases, General Counsel’s goals and objectives should be discussed with the Board in executive session if necessary to protect the confidentiality of attorney-client communications and matters subject to negotiation.

III. RIVER DISTRICT WATER MATTERS.


We may request Board action on several CRCA Implementation items following discussion and direction in executive session. Strategic Initiatives: 5A (Shoshone permanency), 5C (TMDs), and 9A (wise and efficient water use).

We continue to work with other West Slope interests and Denver Water in implementation of several items related to the CRCA.

1. 1940 Consolidated Ditches Agreement.
The Board has previously discussed staff’s concerns and comments on the package of agreements that Denver has proposed to essentially terminate its 1940 Agreement with the Consolidated Ditches. The package of agreements would allow Denver to reuse substantially more of the return flow from its Moffat System diversions – a result the River District supports, provided it is accomplished consistent with the terms of the CRCA. Following the River District’s October 2018 Quarterly meeting, we have worked with Denver and West Slope signatories to the CRCA to refine the remaining issues that need to be resolved. If successful, our discussions likely will require an amendment to the CRCA. We are hopeful that we will have a package of documents to present at the January meeting for preliminary approval by the Board.

2. Environmental Groups’ Lawsuit regarding Denver’s Moffat System Project.

In October, we reported that a coalition of environmental organizations issued a 60-day notice of intent to sue the U.S. Fish and Wildlife Service and the Army Corps of Engineers for an alleged violation of the Endangered Species Act (ESA) concerning the Moffat System Project’s potential impacts to the green lineage cutthroat trout. The environmental groups allege that the 2016 Biological Opinion regarding the Moffat Project’s impacts on the protected green lineage cutthroat trout fails to satisfy the requirements of the ESA because it did not properly evaluate the potential for Denver’s project to entrain (i.e., trap) and take (i.e., kill) the protected fish in diversion structures.

The 60-day Notice is a legal requirement before formally serving the federal agencies with a lawsuit. The lawsuit was formally filed on December 19, 2018. We will continue to monitor the lawsuit and update the Board as necessary.

3. We continue to work on other CRCA implementation items, including evaluation of efforts to best preserve the Shoshone Call Flows, and reconvening the West Slope Fund Management Committee.

The Board may wish to discuss these issues and other CRCA Implementation matters in executive session.

B. Application of the City of Glenwood Springs for Recreational In-Channel Diversion, Case No. 13CW3109, Water Division 5.

We may request authorization to stipulate to entry of a proposed decree following discussion and direction in executive session. Strategic Initiatives: 7A (consumptive and non-consumptive water needs).

The River District is an objector in Glenwood Springs’ Recreational In-channel Diversion (“RICD”) case. We have worked with the City on an agreement in principle that should satisfy the River District’s policy goals in RICD cases: (a) prevent material impairment of the ability to develop Colorado’s compact entitlement; (b) ensure reasonable efficiency and maximum utilization of Colorado’s water, and (c) support the ability to use water for recreational purposes in a manner that balances historical and future consumptive uses of water.
Glenwood Springs has recently reached stipulations with the primary remaining objectors, including the Homestake Partners, based on a more robust version of a “no-call” agreement concept that we initially proposed several years ago. The details of the proposed “no-call” are somewhat complicated, but the basic concept provides that the City will not call out junior rights if an administrative call by the RICD in excess of 1,250 cfs would impact the yield of up to 30,000 acre feet of such junior projects.

We have had a series of recent discussions with Glenwood Springs to discuss the proposed decree terms. A few details still need to be hammered-out, but we are hopeful that we will have a proposed settlement for consideration by the time of the Board meeting.

This matter is discussed in the Confidential Report. We request that the Board discuss this matter in executive session.


We anticipate Board direction or action pending discussion of this matter in executive session. Strategic Initiatives: 4 (Colorado River supplies), and 8 (Colorado Water Plan).

Applications for findings of reasonable diligence are due for components of the River District’s Savery/Pothook Project, Great Northern Project and Flattops Project conditional water rights, all of which are located in Water Division No. 6. The applications are due in March of 2019. Failure to file timely diligence applications will result in cancellation of the subject conditional water rights.

These matters are discussed in the Confidential Report. We request that the Board discuss them in executive session.

D. Application of Water Horse Resources for Utah Water Right.

Update only. Strategic Initiatives: 5B (IBCC Conceptual Framework), 5C (TMDs), and 8E (Colorado Water Plan – Conceptual Framework).

Peter Fleming attended the Utah State Engineer’s November 7, 2018 hearing regarding Aaron Million’s Water Horse Resources application for a Utah water right from the Green River to be used on Colorado’s Front Range. Together with the River District’s special counsel (shared with the Upper Yampa Water Conservancy District), Peter provided testimony to Utah’s hearing panel in opposition to the proposed Water Horse Resources project and water right. The River District’s comments focused on: (a) the speculative nature of the application, (b) the legal requirements that Water Horse Resources will face to use a portion of Colorado’s allocation of its compact entitlement within Colorado, and (c) the fact that the project would be inconsistent with the Conceptual Framework of the Colorado Water Plan (i.e., a demand management “insurance policy” will not cover a new transmountain diversion).
This matter is discussed in the Confidential Report. The Board may wish to discuss it in executive session.

E. Colorado River Compact, Intra-State, Interstate, and International Negotiation Matters, including Demand Management.

Updates only. Strategic Initiatives: 4 (Colorado River Water Supplies), 6 (Agricultural Water Use), and 8 (Colorado Water Plan – compact risk and conceptual framework).

There are three separate matters to discuss under this broad topic (we pulled the Water Horse Resources matter out from this topic, as a new separate item, discussed above).

1. Lake Powell Pipeline.

In October, we reported that the Federal Energy Regulatory Commission issued an order that FERC’s licensing jurisdiction (and thus, the scope of its environmental review) would be limited to the hydropower facilities associated with the proposed Lake Powell Pipeline project. The project’s proponents – the Utah Board of Water Resources and the Washington County (Utah) Water Conservancy District – had argued that FERC should assert authority over the entirety of the project. A lead agency to conduct the rest of the environmental review for the Lake Powell Pipeline project (e.g., BLM, Reclamation, Corps of Engineers, or National Park Service) has not been determined.

Although FERC’s review will be limited in scope, we filed a Notice of Intervention (and, in the alternative, a motion to intervene) in the FERC review process on November 19th, pursuant to the Board’s prior direction. The project proponents must submit any replies to the comments and motions filed by the River District and others by January 18, 2019.


Consistent with the River District’s policy to “pursue an inventory of pre-compact water uses and advocate for legislation, policies and programs to protect, maximize and maintain these valuable water rights…”, we have worked with River District technical staff to analyze pre-compact water rights, especially in anticipation of the upcoming decennial abandonment lists that will be published by the Division Engineers for Water Divisions 4, 5, and 6 in 2020.

3. Drought Contingency Planning and Demand Management.

There have been a number of developments related to contingency planning and demand management since the River District’s October Board meeting. Most of the developments have been discussed at the River District’s special Board meeting held November 26th, in Andy Mueller’s December 10th update memo, and reported by the media following the December 13th presentation of Reclamation Commissioner Burman at the Colorado River Water Users’ Association meeting in Las Vegas. Andy Mueller will report further on these matters in his report to the Board.
These matters are discussed in the Confidential Report. The Board may wish to discuss them and other sensitive negotiation and legal issues related to other compact and interstate matters in executive session.

F. Ratification of Homestake Exchange Diligence Application, Case No. 18CW3215, Water Division 5. (An Enterprise Matter).

We request that the Board adopt a motion to ratify the Homestake Exchange diligence application in Case No. 18CW3215, Water Division 5, in which the River District is a co-applicant. Strategic Initiative: 7 (Water Needs and Project Development).

As a shareholder in the Eagle Park Reservoir Company (EPRCo.) and a party to the 2010 Homestake Exchange Agreement, the River District has an interest in the exchanges originally adjudicated in Case No. 09CW28 that allow up to 4,000 acre feet of West Slope water to be exchanged into a “West Slope Account” in Homestake Reservoir for use on the West Slope (up to 1,000 acre feet in any one year). We helped to draft, and joined, an application that was filed at the end of December 2018 to make the claimed exchanges absolute in the amount of 47.5 cfs, and for a finding of reasonable diligence for the remaining conditional portion of the exchange rights. The application is included as Attachment A to this memo.

We request that the Board ratify the Homestake Exchange application in Case No. 18CW3215, Water Division 5.

G. Wolford Mountain Reservoir - Conveyance of Interest to Denver Water (an Enterprise Matter).

Update only. Strategic Initiatives: 12 (Financial Sustainability) and 13 (Asset Management).

In 2020, Denver Water’s lease of 15,000 acre feet at Wolford Mountain Reservoir will terminate, and the River District will be required to convey to Denver a 40% ownership interest in the reservoir. We are working with River District staff in preparation for this formal transition of ownership and to best forge a collaborative ownership with Denver Water.

This matter is discussed in the Confidential Report. The Board may wish to discuss this matter in executive session.

H. Ratification of Statement of Opposition to the Application of the City of Northglenn, Case No. 18CW3159, Water Division 1.

We request that the Board ratify the Statement of Opposition to the Application of the City of Northglenn, Case No. 18CW3159, Water Division 1. Strategic Initiative: 5C (TMDs).

We filed a statement of opposition in November to an augmentation plan filed by the City of Northglenn. Northglenn seeks to replace out of priority diversions to its Croke Reservoir. As part of its application, Northglenn proposes to use its interest in the Berthoud Pass Ditch and
Tunnel, a transmountain diversion from Grand County, as one of its augmentation sources. We filed a statement of opposition to ensure that the use of the Berthoud Pass Ditch and Tunnel is consistent with the decree for that water right, and that the water right is not expanded to the detriment of water rights and water users in Water Division No. 5. A copy of the Statement of Opposition is included as Attachment B to this memo.

We recommend that the Board ratify the Statement of Opposition to the Application of the City of Northglenn, Case No. 18CW3159, Water Division 1.

I. Ratification of Statement of Opposition to the Application of Connell Development, Case No. 18CW3162, Water Division 5. (An Enterprise Matter).

We request that the Board ratify the Statement of Opposition to the Application of Connell Development, Case No. 18CW3162, Water Division 5. Strategic Initiative 4A (full use without overdevelopment).

We filed a statement of opposition in December to an augmentation plan filed by Connell Development. The application seeks to augment a domestic water supply for a group of cabins located above Ruedi Reservoir. The proposed plan for augmentation will utilize a water marketing contract with the Basalt Water Conservancy District to replace depletions below Ruedi Reservoir and releases from a pond located on the property for any depletions occurring above Ruedi Reservoir. However, the proposed augmentation plan does not indicate how it will replace depletions when Ruedi Reservoir is the calling right. While the depletions at issue may be small, the statement of opposition was filed to protect the River District’s interests in Ruedi Reservoir (the River District appropriated and holds the water rights for Ruedi Reservoir). A copy of the Statement of Opposition is included as Attachment C to this memo.

We recommend that the Board ratify the Statement of Opposition to the Application of Connell Development, Case No. 18CW3162, Water Division 5.

J. Conditional Piney River Water Right.

Update only. Strategic Initiatives: 3A (evaluate local storage), 4A (full use of supplies without overdevelopment), 7B (use of River District conditional rights), and 9A (wise and efficient use of water).

The River District, the Eagle River Water and Sanitation District, and the Upper Eagle Regional Water Authority acquired the Piney River water right from Denver Water as part of a large settlement package reached in 2007. The right was originally decreed as part of Denver’s proposed “Eagle-Piney” expansion of its Roberts Tunnel transmountain diversion project. Most of Denver’s conditional rights at issue at the time were abandoned in the settlement. However, pursuant to the settlement, Denver conveyed the Piney River right to the River District and the Eagle River entities as a possible source of water for a potential joint use project with Denver.

The settlement agreement provides that the River District and Eagle River entities will change the point of diversion for the Piney River right from the Piney River to a diversion point
on the Colorado River. In addition, the settlement agreement states that if the River District, Eagle River entities and Denver Water have not reached agreement on a joint use project by November 1, 2019, the right will be abandoned. At the request of the Water Referee, and as consented to by the River District and Eagle Entities, the decree entered by the Water Court in the most recent diligence case for the Piney River right (Case No. 13CW3079) contains a term that the conditional water right will be cancelled if the change of water right contemplated by the settlement agreement has not been filed by November 30, 2021.

We recently met with the Eagle River entities and Denver Water to discuss development of the Piney River water right. We have scheduled another meeting for April and will update the Board as appropriate.

Attachments:
A. CRWCD Homestake Exchange Application to Make Water Right Absolute and for Finding of Reasonable Diligence, Case No. 18CW3215, Water Division 5, dated 12/21/2018
B. CRWCD Statement of Opposition, City of Northglenn, Case No. 18CW3159, Water Division 1, dated 11/30/2018
C. CRWCD Statement of Opposition, Connell Development, Case No. 18CW3162, Water Division 5, dated 12/28/2018
CONCERNING THE APPLICATION FOR WATER RIGHTS OF THE COLORADO RIVER WATER CONSERVATION DISTRICT, EAGLE PARK RESERVOIR COMPANY, EAGLE RIVER WATER & SANITATION DISTRICT, UPPER EAGLE REGIONAL WATER AUTHORITY and VAIL ASSOCIATES, INC.

IN EAGLE, GRAND, AND SUMMIT COUNTIES, COLORADO

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APPLICATION TO MAKE WATER RIGHT ABSOLUTE AND FOR FINDING OF REASONABLE DILIGENCE
1. Name and address of applicants:

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Eagle River Water & Sanitation District
Upper Eagle Regional Water Authority
846 Forest Road
Vail, CO 81657

Colorado River Water Conservation District,
acting by and through its Colorado River Water Projects Enterprise
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2. Name of structures: Homestake Reservoir, Green Mountain Reservoir, Wolford Mountain Reservoir and Ruedi Reservoir.
3. **Description of conditional water right**: Including structure names, adjudication and appropriation dates, amount, sources, uses and previous cases:

(a) Applicants have the conditional right to augment by exchange, in combination with the exchanges decreed by the District Court in and for Water Division No. 5 (the “Water Court”) in Case No. 98CW270, up to 4,000 acre-feet of water in Homestake Reservoir from July 1st of one year to June 30th of the following year for beneficial use by Applicants, and the Cities of Aurora and Colorado Springs pursuant to various agreements with the Applicants. Homestake Reservoir is the storage component of the Homestake Project, which consists of the following structures decreed by the Eagle County District Court in Civil Action No. 1193:

1. **Homestake Conduit (a.k.a. Missouri Tunnel).**

<table>
<thead>
<tr>
<th>Structure</th>
<th>Absolute Amount</th>
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<tbody>
<tr>
<td>(i) French Creek Intake. S. 82° 18.3' E. 20,988 ft. to NW corner Sect. 31, T. 7 S., R. 80 W., 6th P.M., Eagle County, CO.</td>
<td>60.1 cfs</td>
</tr>
<tr>
<td>(ii) Fancy Creek Intake. N. 85° 10.5' E. 25,280 ft. to NW corner Sect. 31, T. 7 S., R. 80 W., 6th P.M., Eagle County, CO.</td>
<td>38.6 cfs</td>
</tr>
<tr>
<td>(iii) Missouri Creek Intake. N. 77° 12.4' E. 28,800 ft. to NW corner Sect. 31, T. 7 S., R. 80 W., 6th P.M., Eagle County, CO.</td>
<td>39.8 cfs</td>
</tr>
<tr>
<td>(iv) Sopris Creek Intake. N. 74° 7.6' E. 29,848 ft. to NW corner Sect. 31, T. 7 S., R. 80 W., 6th P.M., Eagle County, CO.</td>
<td>41.3 cfs</td>
</tr>
</tbody>
</table>

2. **East Fork Conduit.**

   The East Fork Conduit diverts water from the East Fork of Homestake Creek pursuant to its appropriation of 70.8 cubic feet per second of time absolute and 189.2 cubic feet per second of time conditional therefrom and conveys these waters to Homestake Reservoir for conveyance to Homestake Tunnel or storage in the reservoir. The East Fork Conduit has a capacity of 260 cubic feet per second of time and total length of approximately 3,093 feet. The point of diversion of said conduit is on East Fork Homestake Creek at a point whence the Northwest corner of Section 31, T. 7 S., R. 80 W., 6th P.M., bears N. 55° 40.5' E., 22,917 feet, Eagle County, CO.

3. **Homestake Tunnel.**

   Homestake Tunnel under the Continental Divide for the conveyance of water into the Arkansas River Basin with its intake located at a point under Homestake Reservoir whence the
Northwest corner of Section 10, T. 9 S., R. 81 W., 6th P.M. bears S. 15°27'08" E. 26,173.03 feet appropriates a maximum amount of 10 cubic feet per second of time conditional of water seeping and percolating into Homestake tunnel from former Water District No. 37 areas and 300 cubic feet per second of time absolute from Middle Fork of Homestake Creek, at its said Northerly portal, its point of diversion. Said tunnel has a length of 27,400 feet and a capacity of 700 cubic feet per second of time. The tunnel will convey out of former Water District No. 37 up to 700 cubic feet per second of time of waters appropriated by the tunnel from the Middle Fork of Homestake Creek, together with water appropriated by the tunnel from the Homestake Creek and East Fork Conduits and Homestake Reservoir, to an outlet at a point from where the Northwest corner of Section 10, T. 9 S., R. 81 W., 6th P.M. bears N. 6°40'52" E., a distance of 2,173.54 feet.

(4) Homestake Reservoir.

Homestake Reservoir, also known as Elliott-Weers Reservoir, was decreed for 126,843.68 acre-feet conditional, of which 43,504.70 acre-feet has been made absolute. Homestake Reservoir is located on Homestake Creek with a dam whence the NW Corner of Section 31, Township 7 South, Range 80 West, 6th P.M. bears North 58° 30.6' E. 24,659 feet from the East dam abutment and North 62° 25.8' E. 25,746 feet from the West dam abutment in Eagle County, CO. The sources of supply of said reservoir are (i) French Creek, Fancy Creek, Missouri Creek, and Sopris Creek via the Homestake Conduit (aka Missouri Tunnel); (ii) East Fork of Homestake Creek via the East Fork Conduit; and (iii) Middle Fork of Homestake Creek. Homestake Reservoir also conveys water from the Homestake Conduit and the East Fork Conduit to Homestake Tunnel.

(b) The following described water rights are the sources of water that can be used to augment by exchange the out-of-priority, upstream diversions into storage at Homestake Reservoir:

(1) Green Mountain Reservoir.

Up to 2,908 acre-feet per year from Green Mountain Reservoir, decreed by the United States District Court for the District of Colorado in Consolidated Case Nos. 2782, 5016 and 5017, for 154,645 acre feet, with an appropriation date of August 1, 1935. Green Mountain Reservoir is located on the Blue River in Sections 11, 12, 13, 14, 15 and 24, T. 2 S., R. 80 W., and Sections 18, 19, 20, 21, 28, 29 and 34, T. 2 S., R. 79 W., 6th P.M., Summit County, Colorado. The Eagle River Water & Sanitation District has a contract issued by the U.S. Bureau of Reclamation (Contract No. 9-07-60-W0408) entitling it to the release of 934 acre feet annually from Green Mountain Reservoir. The Upper Eagle Regional Water Authority has a contract issued by the U.S. Bureau of Reclamation (Contract No. 9-07-60-W0413) entitling it to the release of 220 acre feet annually from Green Mountain Reservoir. Vail has three contracts issued by the U.S. Bureau of Reclamation (Contract Nos. 9-07-60-W0420 (354 of 359 acre-feet), 5-07-60-W0404 (1,100 acre-feet), and 0-07-60-W0537 (300 acre-feet)) entitling it to the release of 1754 acre-feet annually from Green Mountain Reservoir.
(2) Wolford Mountain Reservoir.

Up to 2,000 acre-feet of water per year from Wolford Mountain Reservoir (a/k/a Gunsight Pass Reservoir). Collectively, the Eagle River Water & Sanitation District and the Upper Eagle Regional Water Authority have the contractual right to 1,000 acre-feet of water from Wolford Mountain Reservoir pursuant to Contract Nos. CW08010 and CW08011. In addition, the Colorado River Water Conservation District is the owner of additional Wolford Mountain Reservoir water and may use up to 1,000 acre feet of its additional supply for the exchanges decreed in this case. The 1,000 acre-feet of water from Wolford Mountain Reservoir owned by the Colorado River Water Conservation District will be utilized for exchange purposes subject to the Colorado River Water Conservation District’s discretion, water availability, exchange capacity at both Homestake Reservoir and within the exchange reach, and the flow rates decreed herein.

Wolford Mountain Reservoir was decreed by the Water Court as follows:

(i) Case No. 87CW283:
Decree Date: November 20, 1989
Legal description of point of diversion or place of storage: The dam is located in the SW1/4 of the NE1/4 of Section 25, T. 2 N., R. 81 W., 6th P.M. The intersection of the dam axis with the right abutment will occur at a point which bears W. 54°54'20" E. a distance of 3,716.46 feet from the NW Corner of said Section 25.
Source: Muddy Creek and its tributaries
Amount: 59,993 acre feet conditional; of this amount, 32,986 acre feet were made absolute for piscatorial and recreational uses by decree entered in Water Court Case No. 95CW281
Appropriation Date: December 14, 1987
Decreed Use: All beneficial uses, including but not limited to domestic, municipal, agricultural and recreational uses.

(ii) Case No. 95CW281:
Decree Date: August 26, 1997
Legal description of point of diversion or place of storage: The dam is located in the SW1/4 of the NE1/4 of Section 25, T. 2 N., R. 81 W., 6th P.M. The as-built intersection of the dam axis (Sta. D19+35.61) with the West Access Road (Sta. WR50+55.05), as shown on the Colorado River Water Conservation District, Wolford Mountain Project, Ritschard Dam construction drawing "Dimensional Dam Layout" sheet 8 of 94, occurs at a point which bears S. 53°24'56" E. a distance of 3,395.51 feet from the NW Corner of said Section 25; the bearing of said dam axis from Sta. 19+35.61 to Sta. 0+00 being S. 75° 28' 29" E.
Source: Muddy Creek and its tributaries
Amount: 6,000 acre-feet conditional
Appropriation Date: January 16, 1995
Decreed Use: All beneficial uses by and for the benefit of the inhabitants
of the Colorado River Water Conservation District, including but not limited to domestic, municipal, industrial, irrigation, agricultural, piscatorial and recreational; such uses will include environmental mitigation, including environmental mitigation requirements associated with the Wolford Mountain Project; such uses will be made directly or by substitution, augmentation, or exchange.

(iii) Case No. 98CW237:
Decree Date: July 6, 2000.
Legal Description of place of storage: Same as for 95CW281.
Source: Muddy Creek and its tributaries
Amount: 30,000 acre-feet conditional with 15,895 AF being absolute for recreational and piscatorial and flood control.
Appropriation Date: November 17, 1998
Use: Certain of the beneficial uses previously adjudicated for Wolford Mountain Reservoir in Water Court Case No. 87CW283 (November 20, 1989 Judgment and Decree), and Water Court Case No. 95CW281 (August 26, 1997 Judgment and Decree).

(iv) Case No. 03CW302:
Decree Date: October 19, 2014
Legal Description of place of storage: Same as for 95CW281.
Source: Muddy Creek and its tributaries
Amount: 9,775 acre-feet conditional for the initial fill with the right to refill when in priority subject to a maximum refill amount of 9,775 acre-feet conditional.
Appropriation Date: November 17, 2003
Use: the purposes previously decreed to the Wolford Mountain Reservoir, including uses consistent with the Windy Gap Settlement made with the Municipal Subdistrict of the Northern Colorado Water Conservancy District, meeting the water requirements of the inhabitants of the River District for all uses, and uses consistent with the terms of a lease agreement executed March 3, 1987, between the River District and the City and County of Denver, as amended. This storage right may also be used for all beneficial uses, including, but not limited to, municipal, commercial, industrial, domestic, irrigation, agricultural, livestock, hydro-power production, evaporation, piscatorial, and recreational (including in-reservoir and in-river fish habitat and river flow maintenance and enhancement uses and uses in furtherance of the Upper Colorado River Basin Fishes Recovery Program) with the right to reuse and successively use the water to extinction; such uses will include environmental mitigation, including environmental mitigation requirements associated with the Wolford Mountain Reservoir Project; such uses will be made directly or by substitution, augmentation, replacement, or exchange in Water Division Nos. 1, 2, and/or 5.
(3) Ruedi Reservoir.

Alternately, the Wolford Mountain Reservoir water available to Applicants for the augmentation by exchange contemplated herein may be delivered from Ruedi Reservoir when the call is below the confluence of the Roaring Fork and Colorado Rivers. Ruedi Reservoir was decreed by the Garfield County District Court in Civil Action No. 4613 for domestic, municipal, irrigation, industrial, generation of electrical energy, stock watering and piscatorial uses, with an appropriation date of July 29, 1957. By subsequent order of the Water Court entered in Case No. W-789-76, the decreed amount of this reservoir has been fixed at 102,369 acre-feet. Ruedi Reservoir is located in Sections 7, 8, 9, 11 and 14 through 18, T. 8 S., R. 84 W., 6th P.M., in Eagle and Pitkin Counties, and derives its water supply from the Fryingpan River. When the decree was entered in Case No. 09CW28, the Colorado River Water Conservation District, acting by and through its Colorado River Water Projects Enterprise ("Colorado River District"), had four contracts issued by the U.S. Bureau of Reclamation (Contract Nos. 009D6C0111, 009D6C0118, 039F6C0011, and 079D6C0106) entitling it to the release of 6,730 acre-feet annually from Ruedi Reservoir for municipal and industrial use. The decree is Case No. 09CW28 expressly noted that the River District may seek such future contracts as may be required. Following entry of the decree in Case No. 09CW28, the Colorado River District secured contract number 139D6C0101 (4,683.5 AF) from the United States Bureau of Reclamation for a total of 11,413.5 acre feet of annual supply from Ruedi Reservoir.

(c) Applicants have the conditional right to augment out-of-priority upstream diversions into storage at Homestake Reservoir. To permit the requested out-of-priority diversions into storage, Applicants cause the release of or otherwise commit to the Colorado River, in combination with releases or replacement under Case No. 98CW270, up to 4,000 acre-feet of water from July 1st of one year to June 30th of the following year from any part or combination of the reservoirs described in paragraph 3(b) above. Such reservoir releases may be in addition to releases made to offset the imposition of reasonable transit losses.

(1) Description of the Homestake Exchanges.

The twelve appropriative rights of exchange decreed herein involve twelve exchange reaches and three sources of substitute supply. The downstream terminus of the exchanges involving the use of Green Mountain Reservoir and/or Wolford Mountain Reservoir as described in paragraphs 3(b)(1) and (2) above, is the confluence of the Colorado River and the Eagle River, and the confluence of the Colorado and Roaring Fork Rivers in the case of the use of Ruedi Reservoir described in paragraph 3(b)(3) above. The upstream termini of the subject exchanges include the French Creek Intake, Fancy Creek Intake, Missouri Creek Intake, Sopris Creek Intake, East Fork Conduit, and the Homestake Reservoir as supplied by the Middle Fork of Homestake Creek and its associated tributaries, which are more fully described in paragraphs 3(a) above. The twelve individual exchanges that collectively comprise and are referred to herein as the "Homestake Exchanges," are as follows:
## HOMESTAKE EXCHANGES

<table>
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<tr>
<th>No.</th>
<th>Source of Supply</th>
<th>Exchange From</th>
<th>Exchange To</th>
<th>Exchange Rate (cfs)</th>
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<tr>
<td>1</td>
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<td>5</td>
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<td>70.8</td>
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<td>Homestake Reservoir*</td>
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<td>¶3(a)(i)</td>
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<td>38.6</td>
<td>38.6</td>
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<td>Missouri Creek Intake</td>
<td>¶3(a)(iii)</td>
<td>39.8</td>
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<td>Sopris Creek Intake</td>
<td>¶3(a)(iv)</td>
<td>41.3</td>
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<td>11</td>
<td>East Fork Conduit</td>
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*Homestake Reservoir as supplied by Middle Fork of Homestake Creek and its associated tributaries.

(2) **Amount.**

i. **Exchange Rate.** The exchange rates are set forth in the table above subject to a maximum, cumulative rate of 100 cfs, conditional.

ii. **Annual Volumetric Limit.** The annual volumetric limit for the Homestake Exchanges is, in combination with the exchanges decreed in Case No. 98CW270, up to 4,000 acre-feet from July 1st of one year to June 30th of the following year, which is the maximum amount of Exchange Credit Balance the Applicants are entitled to under the 2010 Consolidated Water Exchange Agreement with the Cities of Colorado Springs and Aurora.

(3) **Priority date.** The date of appropriation for the Homestake Exchanges is June 21, 2004, administered as having been filed in 2009.

(4) **Use.** The Applicants may use the stored water for direct uses, and/or the augmentation of out-of-priority depletions within the Eagle River basin and its tributaries under the decreed
augmentation plans identified in Exhibit A, and subject to the terms and conditions of those plans. In addition, Applicants may use the stored water for direct use within the Eagle River basin and its tributaries for municipal, domestic, irrigation, commercial, industrial, and snowmaking purposes. Any additional augmentation use of the water decreed herein shall be pursuant to new plans for augmentation within the Eagle River basin and its tributaries approved by the Water Court or temporary substitute water supply plans approved by the State Engineer pursuant to C.R.S. § 37-92-308.

(5) Map. A map of the Homestake Exchanges is attached as Exhibit B.

4. Absolute diversion of Homestake Exchanges: In 2004 through 2006, and again in 2013, the Homestake Exchanges occurred during the months of July and early August from Wolford Mountain Reservoir and Green Mountain Reservoir. The maximum daily rate of the combined Homestake Exchanges in 2004 was 47.5 cfs and the volume of the Homestake Exchanges was 778.52 acre feet for all decreed uses. Thus, Applicants seek to make absolute 47.5 cfs of the 100 cfs Exchange Rate of the Homestake Exchanges from Wolford Mountain Reservoir and Green Mountain Reservoir for all decreed beneficial uses. As the 4,000 acre feet Annual Volumetric Limit is a limit on the Exchange Rate and not an independent conditional component of the Homestake Exchanges, the 778.52 acre feet of the 4,000 acre feet Annual Volumetric Limit that has occurred does not need to be made absolute.

5. Detailed outline of work done to maintain diligence: The Water Court decreed in Case No. 09CW28 that the twelve individual exchanges comprising the Homestake Exchanges, as described above, are all components of an integrated project or system such that work on one feature of the project or system shall be considered in finding whether reasonable diligence has been shown in the development of the exchange rights for all features of the entire project or system pursuant to C.R.S. § 37-92-301(4)(b). All of the physical structures associated with the subject conditional exchanges have been constructed. Therefore, no additional permitting or construction of water diversion or storage structures is necessary to make the subject conditional exchanges absolute. Instead, the conditional exchange rights will be made absolute as river conditions, hydrology, and the Applicants’ demands allow.

During the subject diligence period, the Applicants expended significant sums toward the operation, maintenance, and repair of the physical structures necessary to operate the subject exchanges, and made additional expenditures toward protection of the absolute and conditional water rights associated with the subject exchanges. The following expenditures were incurred:

(a) Applicant Eagle River Water & Sanitation District incurred capital costs and expenditures totaling $1,016,250 for contract fees associated with its Wolford Mountain contract water, $189,178 associated with its Green Mountain Reservoir contract water, and a cumulative total of over $21,000,000 during the diligence period to operate, protect, maintain, upgrade, and expand its water facilities. All such expenditures are necessary steps in the development of the its integrated water supply system and the Homestake Exchanges.
(b) Applicant Upper Eagle Regional Water Authority incurred capital costs and expenditures during the requisite diligence period totaling $1,018,750 for contract fees associated with its Wolford Mountain contract water, $61,680 associated with its Green Mountain Reservoir contract water and a cumulative total of over $67,000,000 during the diligence period to operate, protect, maintain, upgrade, and expand its water facilities. All such expenditures are necessary steps in the development of the its integrated water supply system and the Homestake Exchanges.

(c) Applicant, the Colorado River District incurred capital costs and expenditures during the diligence period totaling more than $3,300,000 on the operation, maintenance, and repair of Wolford Mountain Reservoir, which is a critical structure and source of replacement supply for the exchanges that are the subject of this application. In addition thereto, the Colorado River District incurred capital costs and expenditures during the diligence period totaling more than $8,500,000 on contract acquisitions and payments necessary to secure the supply of Ruedi Reservoir water authorized as a source of replacement water for the exchanges that are the subject of this application. The Colorado River District incurred substantial additional costs (including but not limited to staff time) related to its ownership interest in the Eagle Park Reservoir Company, through which the subject exchanges are decreed and coordinated, and to general activities and advocacy necessary for the development of its conditional water rights portfolio in the Colorado River basin.

(d) Applicant Vail Associates, Inc. ("Vail") incurred expenses during the diligence period of over $615,000 for contract fees associated with its Green Mountain Reservoir contract water, a source of replacement supply for the exchanges that are the subject of this application. In addition, Vail incurred capital costs and expenditures of over $12,656,000 during the diligence period to plan, operate, protect, maintain, upgrade, and expand its snowmaking water facilities at Vail Mountain and Beaver Creek ski areas. The Homestake Exchanges are also a source of supply for the Red Sky Ranch development. Red Sky Ranch is a 780 acre residential and golf course development, which includes homes, two golf courses, open space and other recreational amenities. Vail has incurred significant additional expense during the diligence period on investigations and capital improvements related to the Red Sky Ranch water supply facilities. Vail incurred substantial additional costs related to its ownership interest in the Eagle Park Reservoir Company, through which the subject exchanges are decreed and coordinated. All of the foregoing activities and expenditures are necessary steps in the development of Vail's integrated water supply system, including the Homestake Exchanges.

6. **Owners of land:** Homestake Reservoir is owned by the City of Aurora whose address is 15151 E. Alameda Parkway, Suite 3600, Aurora, CO 80012, and the City of Colorado Springs, 30 S. Nevada Avenue, Colorado Springs, CO 80903; Green Mountain Reservoir and Ruedi Reservoir are owned by the United States Bureau of Reclamation whose address is Eastern Colorado Area Office, 11056 W. County Rd. 18E., Loveland, CO 80537-9711; and Wolford Mountain Reservoir is located on land owned by applicant Colorado River Water Conservation District acting by and through its Colorado River Water Projects Enterprise and
the United States Bureau of Land Management, Kremmling Field Office, P.O. Box 68, Kremmling, CO 80459.

WHEREFORE, the Applicants request that this Court enter a decree which determines that Applicants have made absolute 47.5 cfs of the Homestake Exchanges from Wolford Mountain Reservoir and Green Mountain Reservoir for all decreed beneficial uses; that the Annual Volumetric Limit is not an independent conditional component of the Homestake Exchanges; and that the Applicants have exercised reasonable diligence with respect to the remaining subject conditional water rights not made absolute and continues those conditional water rights in full force and effect.

Dated this 20th day of December, 2018.

PORZAK BROWNING & BUSHONG LLP

Glenn E. Porzak (#2739)
Kristin H. Moseley (#28678)
Attorneys for Eagle River Water & Sanitation District and Upper Eagle Regional Water Authority, individually and as shareholders of the Eagle Park Reservoir Company

COLORADO RIVER WATER CONSERVATION DISTRICT, acting by and through its Colorado River Water Projects Enterprise

Peter C. Fleming (#20805)
Jason V. Turner (#35665)
Attorneys for the Colorado River Water Conservation District, acting by and through its Colorado River Water Projects Enterprise, individually and as a shareholder of the Eagle Park Reservoir Company

BUCHANAN SPERLING & HOLLEMAN PC

P. Fritz Holleman (#21888)
Attorneys for Vail Associates, Inc., individually and as a shareholder of the Eagle Park Reservoir Company
VERIFICATION

STATE OF COLORADO )
COUNTY OF ARAPAHOE ) ss.

I, Thomas A. Williamsen, a water engineer for the Applicants, state under oath that I have read the foregoing Application to Make Water Right Absolute and for Finding of Reasonable Diligence, and that the contents thereof are true to the best of my knowledge and belief.

Thomas A. Williamsen

Subscribed and sworn to before me this 26 day of December, 2018 by Thomas A. Williamsen.

Witness my hand and official seal.

[SEAL] [SEAL]

Notary Public

CHRIS MURPHY
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20034038123
MY COMMISSION EXPIRES SEPTEMBER 26, 2020

12
**EXHIBIT A**

**EAGLE PARK RESERVOIR COMPANY**  
1,000 AF OF WATER FROM HOMESTAKE RESERVOIR

**HOMESTAKE RESERVOIR WATER:**

<table>
<thead>
<tr>
<th>Homestake Reservoir Existing Allocation</th>
<th>Vail Associates, Inc. (&quot;Vail Associates&quot;)</th>
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<th>Total: 1,000 AF</th>
<th>Homestake Reservoir water released by the Cities of Colorado Springs and Aurora to EPRC, pursuant to the Consolidated Water Exchange Agreement dated January 5, 2010.</th>
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<td>Upper Eagle Regional Water Authority (&quot;Authority&quot;)</td>
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<td>Water Marketing Policy dated April 19, 2000, for municipal and industrial uses.</td>
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<td>Authority</td>
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<td>Subject to existing water service agreements</td>
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**TOTAL ANNUAL AMOUNT THAT CAN BE USED BY SHAREDHOLDERS:** 1,000 AF

*The cumulative amount cannot exceed the District’s total allocation of Homestake Reservoir water*
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<th>NO.</th>
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<td>Richard Cunningham</td>
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TOTAL CURRENTLY ALLOCATED TO CONTRACTEES: 254.55 AF
STATEMENT OF OPPOSITION

1. Name, Address and Telephone Number of Opposer:

   Colorado River Water Conservation District ("River District")
P. O. Box 1120
Glenwood Springs, Colorado 81602
Telephone: (970) 945-8522
Facsimile: (970) 945-8799

   Please direct all pleadings and correspondence in this matter to Peter C. Fleming and
   Jason V. Turner, counsel for the Opposer, at the foregoing address.

2. Name of ditch or other structure: As referenced in the Application.

3. State facts as to why the application should not be granted or why it should be granted
   only in part or on certain conditions:
   a. The River District, by virtue of its statutory responsibility, acts herein as the
      representative of all those citizen inhabitants of the River District who own or use
water rights from the Colorado River and its tributaries within the River District’s boundaries.

b. Applicant must prove that it has a legal right to utilize the structures named in the application and that the claimed augmentation and replacement sources can be utilized for the proposed purposes, consistent with their respective decrees, without injury to other water users.

c. Applicant must be held in strict proof with respect to each claim made in this application.

d. The River District reserves the right to raise additional objections at a later date based on information not readily ascertainable from the Application.

e. This Statement of Opposition is intended to be continuing in nature and to apply to all further amendments to the Application, regardless of form. The River District requests leave of the Court for this Statement of Opposition to apply equally to any such amendments that may be filed herein, so that no further Statement of Opposition need be filed.

Respectfully submitted on November 30, 2018.

/s/
Peter C. Fleming, General Counsel, #20805
Jason V. Turner, Senior Counsel, #35665

Attorneys for the Colorado River Water Conservation District

*In accordance with C.R.C.P. 121 §1-26(9), this document has been electronically filed via www.jbits.courts.state.co.us.com. A printed copy of this document with original signatures is maintained by the filing party and will be made available for inspection by other parties or the Court upon request.*
VERIFICATION

STATE OF COLORADO

COUNTY OF GARFIELD

I, John Currier, Chief Engineer for the Colorado River Water Conservation District, state that I have read the foregoing Statement of Opposition and verify its content.

/s/*
John Currier, Chief Engineer

Subscribed and sworn to before me on November 30, 2018.

WITNESS my official hand and seal. My Commission Expires: 7/11/2019

/s/*
Lorra Nichols, Notary Public
CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing STATEMENT OF OPPOSITION will be e-filed and served upon the following parties through www.jbits.courts.state.co.us.com within twenty-four (24) hours of this date, November 30, 2018, or deposited in the United States Mail, first class, postage prepaid, as follows:

<table>
<thead>
<tr>
<th>Party</th>
<th>Type</th>
<th>Status</th>
<th>Attorney</th>
</tr>
</thead>
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<tr>
<td>Washington Ditch Reservoir Artic Land Co</td>
<td>Opposer</td>
<td>Active</td>
<td>Bruce Nicole Gottlieb (Gottlieb Kahn Hall Jeffs Enviro and Grant PC)</td>
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<tr>
<td>Centennial Water And Irrigation District</td>
<td>Opposer</td>
<td>Active</td>
<td>Paul F Hollerman (Buchanan Spalding and Hollerman PC)</td>
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<td>City of Golden</td>
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<td>Classady Lee Woodard (Perlak Browning &amp; Bluhm LLP)</td>
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<td>City of Northglenn</td>
<td>Applicant</td>
<td>Active</td>
<td>District Court Clerk of Colorado Division of Water Resources (State of Colorado - Division of Water Resources)</td>
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<td>Consolidated Mutual Water Company</td>
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<td>Thomas O Be (Collins Cockrell and Cohle) Joseph William Nichols (Collins Cockrell and Cohle)</td>
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<td>Christian 1 Engineer</td>
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<td>Division 1 Water Engineer (State of Colorado - Division of Water Resources)</td>
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<td>Platte Valley Irrigation Company</td>
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<td>Deann F Her (Stevens Hanes &amp; Toohey PC) John James Martin (Stevens Hanes &amp; Toohey PC)</td>
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<td>Poudre Service Company of Colorado</td>
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<td>Steven A Rosing (Stevens Hanes &amp; Toohey PC) John James Martin (Stevens Hanes &amp; Toohey PC)</td>
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<td>Mitchell Patrick Smith (Brownstein Hyatt Farber Schreck LLP) Kyle F Hennings (Brownstein Hyatt Farber Schreck LLP)</td>
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/s/ Lorra Nichols
DISTRICT COURT, WATER DIVISION 5, COLORADO
Court Address: Garfield County Courthouse
109 8th Street, Suite 104
Glenwood Springs, CO 81601
(970) 947-3861

IN THE MATTER OF THE APPLICATION OF:
CONNELL DEVELOPMENT CO., Pitkin County, Colorado

Attorneys for the Colorado River Water Conservation District and the Colorado River Water Conservation District acting by and through its Colorado River Water Projects Enterprise:
Name: Peter C. Fleming, #20805
Jason V. Turner, #35665
Address: P. O. Box 1120
Glenwood Springs, CO 81602
Phone #: (970) 945-8522
Fax #: (970) 945-8799
E-mail: pfleming@crwcd.org
jturner@crwcd.org

STATEMENT OF OPPOSITION

1. Name, Address and Telephone Number of Opposer:

Colorado River Water Conservation District and the Colorado River Water Conservation District, acting by and through its Colorado River Water Project Enterprise ("River District")
P. O. Box 1120
Glenwood Springs, Colorado 81602
Telephone: (970) 945-8522
Facsimile: (970) 945-8799

Please direct all pleadings and correspondence in this matter to Peter C. Fleming and Jason V. Turner, counsel for the Opposer, at the foregoing address.

2. Name of ditch or other structure: As referenced in the Application.
3. **State facts as to why the application should not be granted or why it should be granted only in part or on certain conditions:**

   a. The River District, by virtue of its statutory responsibility, acts herein as the representative of all those citizen inhabitants of the River District who own or use water rights from the Colorado River and its tributaries within the River District’s boundaries.

   b. The River District owns the water rights associated with Ruedi Reservoir and holds contracts with the U.S. Bureau of Reclamation entitling it to the release of 18,826 AF from Ruedi Reservoir annually.

   c. Applicant must prove that it has a legal right to utilize the structures named in the application and that the claimed augmentation and replacement sources can be utilized for the proposed purposes, consistent with their respective decrees, without injury to other water users.

   d. Applicant must prove that its proposed plan for augmentation can operate to replace depletions in time, location, and amount necessary to prevent injury to vested water rights. *Cornelius v. River Ridge Ranch Landowners Ass’n.*, 202 P.3d 564, 567 (Colo. 2009).

   e. Applicant must be held in strict proof with respect to each claim made in this application.

   f. The River District reserves the right to raise additional objections at a later date based on information not readily ascertainable from the Application.

   g. This Statement of Opposition is intended to be continuing in nature and to apply to all further amendments to the Application, regardless of form. The River District requests leave of the Court for this Statement of Opposition to apply equally to any such amendments that may be filed herein, so that no further Statement of Opposition need be filed.
Respectfully submitted on December 28, 2018.

/s/ Peter C. Fleming, General Counsel, #20805
Jason V. Turner, Senior Counsel, #35665

Attorneys for the Colorado River Water Conservation District and the Colorado River Water Conservation District, acting by and through its Colorado River Water Project Enterprise

*In accordance with C.R.C.P. 121 §1-26(9), this document has been electronically filed via www.jbits.courts.state.co.us.com. A printed copy of this document with original signatures is maintained by the filing party and will be made available for inspection by other parties or the Court upon request.*
VERIFICATION

STATE OF COLORADO
COUNTY OF GARFIELD

I, John Currier, Chief Engineer for the Colorado River Water Conservation District and the Colorado River Water Conservation District acting by and through its Colorado River Water Projects Enterprise, state that I have read the foregoing Statement of Opposition and verify its content.

/s/*
John Currier, Chief Engineer

Subscribed and sworn to before me on December 28, 2018.

WITNESS my official hand and seal. My Commission Expires: 7/11/2019

/s/*
Lorra Nichols, Notary Public

LORRA NICHOLS
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID #19954010058
My Commission Expires July 11, 2019
CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing STATEMENT OF OPPOSITION will be e-filed and served upon the following parties through www.jbits.courts.state.co.us.com within twenty-four (24) hours of this date, December 28, 2018, or deposited in the United States Mail, first class, postage prepaid, as follows:

/s/*
Lorra Nichols

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